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September 1, 2000

RECORDATION NO. 21907-C FILED
SEP 6 '00 3-22 PM
75
SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Schedule 4 to Master Rail Equipment Lease Agreement, dated September 1, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 21907.

The names and addresses of the parties to the enclosed document are:

Lessor: BNY Capital Resources Corporation
8400 East Prentice Avenue
Englewood, CO 80111

Lessee: Engelhard Corporation
101 Wood Avenue
Iselin, NJ 08830

A description of the railroad equipment covered by the enclosed documents is:

49 tank railcars within the series ENGX 15225 - ENGX 15314.

Mr. Vernon A. Williams
September 1, 2000
Page Two

A short summary of the document to appear in the index follows:

Schedule 4 to Master Lease between BNY Capital Resources, Lessor, and
Engelhard Corporation, Lessee, covering 49 tank railcars within the series ENGX
15225 - ENGX 15314

Also enclosed is a check in the amount of \$26.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/ar
Enclosures

RECORDATION NO. 21907-C FILED

SCHEDULE 4

SEP 6 '00 3-22 PM

SURFACE TRANSPORTATION BOARD

Lessor: BNY Capital Resources Corporation

Lessee: Engelhard Corporation

Master Rail Equipment Lease Agreement No. 2819001 dated as of September 17, 1998 (the "Agreement"), a Memorandum of Lease of which was recorded with the Surface Transportation Board under Recordation Number 21907

Schedule 4 dated as of September 1, 2000 (the "Schedule")

1. **Definitions.** Capitalized terms used in this Schedule and not defined herein have the meanings assigned to such terms in the Agreement.

2. **Description of Equipment.**

<u>Quantity</u>	<u>Manufacturer</u>	<u>Description</u>	<u>Serial No.</u>	<u>Cost</u>
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Various new railcar equipment. See Exhibit A attached hereto for complete description.

Accepted as of the date written above.

BNY Capital Resources Corporation
(Lessor)

Engelhard Corporation
(Lessee)

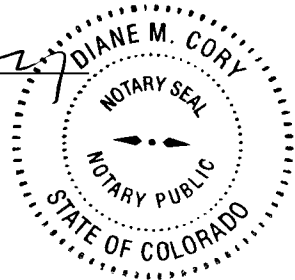
By: *Shayler A. Kellogg*
Title: VP

By: *Peter R. Rapp*
Title: Treasurer

STATE OF COLORADO)
)
COUNTY OF ARAPAHOE) SS.

On this 1st of September, 2000, before me personally appeared Schuyler A. Kellogg to me personally known, who being duly sworn, says that he is the Vice President of BNY Capital Resources Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Diane M. Cory
Notary Public



My Commission Expires: 5/22/02

STATE OF N.J.)
)
COUNTY OF Middlesex) SS.

On this 5th day of September, 2000, before me personally appeared Peter R. Papin to me personally known, who being duly sworn, says that he/she is the Treasurer of Engelhard Corporation that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Angela L. Ricci
Notary Public

My Commission Expires: 2/26/02

ANGELA L. RICCI
Notary Public - State of NJ
My Commission Expires
February 26, 2002

EXHIBIT A

Engelhard Corporation
Schedule 4

Description of Equipment:

Forty-nine (49) ACF 100TRB, AAR 211A100W1,
15,800 gallon, non-coiled, insulated tank cars,
including lining, paint, inspection and freight

Lettered ENGX

<u>Car Number</u>	<u>Car Number</u>
15225	15271
15227	15272
15231	15273
15232	15275
15234	15276
15236	15278
15240	15280
15250	15281
15251	15283
15254	15284
15255	15285
15256	15287
15257	15289
15258	15290
15259	15291
15260	15292
15261	15294
15263	15298
15264	15300
15265	15302
15266	15303
15268	15304
15269	15307
15270	15309
	15314